



**First Union Rail Corporation**  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
847 318-7588

RECORDATION NO 21746-C FILED

VIA UPS 2<sup>nd</sup> DAY AIR

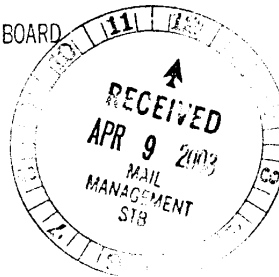
APR 10 2003

10-45 AM

SURFACE TRANSPORTATION BOARD

April 7, 2002

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 24, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21740.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	ConAgra Trade Group, Inc.
	One O'Hare Centre		11 ConAgra Drive
	6250 River Road, Suite 5000		Suite 5023
	Rosemont, IL 60018		Omaha, NE 68102-5023

A description of the railroad equipment covered by the enclosed document is thirty-two (32) 5150 cubic foot capacity covered hopper cars, with NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone  
Manager of Documentation

Enclosures

(CONA030)

RECORDATION NO. 21746-C FILED

APR 10 03

10-45 AM

ASSGN. NO. CONA030

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24<sup>th</sup> day of March, 2003 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ConAgra Trade Group, Inc., ~~a division of ConAgra, Inc.~~ ("Lessee"), a Nebraska corporation.

~~A SUBSIDIARY OF CONAGRA FOODS, INC.~~

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 20, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 17 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 2002 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dombrowski  
Name: K. A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 24<sup>th</sup> day of March, 2003.

[CORPORATE SEAL]

STATE OF Illinois  
COUNTY OF Du Page

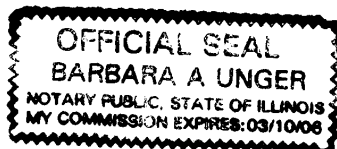
I, Barbara A. Unger, a Notary Public of the County and State aforesaid, certify that RICHARD SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24 day of March, 2003.

Barbara A. Unger  
Notary Public

My Commission Expires:

(Notary Public)



LESSEE:

CONAGRA TRADE GROUP, INC.

~~A DIVISION OF CONAGRA, INC.~~

~~A SUBSIDIARY OF CONAGRA FOODS, INC.~~ *mm*

By: Martin P. Higgins *RFJ*

Name: Martin P. Higgins

Title: EVP + SFO

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 12 day of March, 2003.

[CORPORATE SEAL]

STATE OF Nebraska

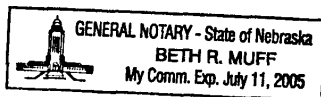
COUNTY OF Douglas

I, Beth R. Muff, a Notary Public of the County and State aforesaid,  
certify that Martin Higgins personally appeared before me this day and acknowledged his  
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12 day of March, 2003.

Beth R. Muff  
Notary Public

Commission Expires:



(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Thirty-two (32)

DESCRIPTION OF CARS: 5150 cubic foot covered hoppers, loading to 286,000 lbs.

CAR NUMBERS: See below:

NDYX 516250  
NDYX 516256  
NDYX 516257  
NDYX 516258  
NDYX 516259  
NDYX 516260  
NDYX 516262  
NDYX 516263  
NDYX 516265  
NDYX 516267  
NDYX 516269  
NDYX 516270  
NDYX 516271  
NDYX 516272  
NDYX 516278  
NDYX 516281  
NDYX 516283  
NDYX 516286  
NDYX 516287  
NDYX 516288  
NDYX 516291  
NDYX 516292  
NDYX 516295  
NDYX 516296  
NDYX 516297  
NDYX 516298  
NDYX 516301  
NDYX 516304  
NDYX 516307  
NDYX 516318  
NDYX 516320  
NDYX 516324  
Count: 32